

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

INTERACTIVE BROKERS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

30-0390693
(I.R.S. Employer
Identification No.)

**One Pickwick Plaza
Greenwich, Connecticut 06830**
(Address of principal executive office)

Interactive Brokers Group, Inc. 2007 Stock Incentive Plan
(Full title of the plan)

**Paul J. Brody
Chief Financial Officer
One Pickwick Plaza
Greenwich, Connecticut 06830**
(Name and address of agent for service)

(203) 618-5800
(Telephone number, including area code, of agent for service)

With a copy to:

**Martin Nussbaum, Esq.
Dechert LLP
1095 Avenue of the Americas
New York, New York 10036
(212) 698-3500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Exchange Act.

STATEMENT UNDER GENERAL INSTRUCTION E

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 is filed for the purpose of registering an additional 10,000,000 shares of Class A common stock (“Common Stock”), par value \$0.01 per share, of Interactive Brokers Group, Inc. (the “Company”), that may be offered to participants in the Company’s 2007 Stock Incentive Plan (the “2007 Plan”). Such shares are in addition to the 10,000,000 shares registered on the registrant’s [Form S-8 filed on April 10, 2015](#) (Commission File No. 333-203358), 10,800,000 shares registered on the registrant’s [Form S-8 filed on June 15, 2011](#) (Commission File No. 333-174913), and the 9,200,000 shares registered on the registrant’s [Form S-8 filed on May 7, 2007](#) (Commission File No. 333-142686). The 10,000,000 additional shares of Common Stock being registered hereby were approved by the stockholders at the Company’s annual meeting held on April 20, 2023.

Pursuant to General Instruction E to Form S-8, the Registrant’s Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) relating to the 2007 Plan (Registration No. 333-174913, No. 333-142686 and 333-203358) are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the “DGCL”) provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee of or agent to the Company. The statute provides that it is not exclusive of other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise.

As permitted by the DGCL, our certificate of incorporation includes a provision that eliminates the personal liability of our directors for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director’s duty of loyalty to us or our stockholders; (2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; (3) under Section 174 of the DGCL regarding unlawful dividends and stock purchases; or (4) arising as a result of any transaction from which the director derived an improper personal benefit.

As permitted by the DGCL, our bylaws provide that (1) we are required to indemnify our directors and officers to the fullest extent permitted by applicable law; (2) we are permitted to indemnify our other employees to the extent permitted by applicable statutory law; (3) we are required to advance expenses to our directors and officers in connection with any legal proceeding, subject to the provisions of applicable statutory law; and (4) the rights conferred in our bylaws are not exclusive.

In addition, Delaware law provides that a corporation may advance to a director or officer expenses incurred in defending any action upon receipt of an undertaking by or on behalf of the director or officer to repay the amount advanced if it is ultimately determined that he or she is not entitled to indemnification.

The Company’s directors and officers are also indemnified by IBG LLC pursuant to the Indemnification Agreement dated June 14, 2007 and by Mr. Thomas Peterffy pursuant to the Indemnification Agreement dated October 7, 2008 and subsequently renewed. The registrant maintains directors’ and officers’ liability insurance covering certain liabilities incurred by the directors and officers of the registrant in connection with the performance of their duties.

Item 8. Exhibits.

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of Interactive Brokers Group, Inc. (filed as Exhibit 3.1 to Amendment No. 2 to the Registration Statement on Form S-1 filed by the Company on April 4, 2007). **
3.2	Amended bylaws of Interactive Brokers Group, Inc. (filed as Exhibit 3.2 on Form 8-K filed by the Company on February 24, 2016). **
5.1	Opinion of Dechert LLP.
10.1	Interactive Brokers Group, Inc. 2007 Stock Incentive Plan, as of April 19, 2018 (filed as exhibit 10.9 to the Quarterly Report on Form 10-Q for the Quarterly Period Ended June 30, 2018, filed by the Company on August 8, 2018). **+
23.1	Consent of Dechert LLP (included in Exhibit 5.1 hereto).
23.2	Consent of Deloitte & Touche LLP.
24.1	Power of Attorney of directors and certain officers of the Registrant (included on Signature Page).
107.1	Filing Fee Table.

** Previously filed; incorporated herein by reference.

+ These exhibits relate to management contracts or compensatory plans or arrangements.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 (the "Securities Act"), the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenwich, State of Connecticut on July 27, 2023.

INTERACTIVE BROKERS GROUP, INC.

By: /s/ Paul J. Brody
Paul J. Brody
Chief Financial Officer, Treasurer and Secretary

KNOW ALL PERSONS BY THESE PRESENTS, that each of the persons whose names appear below constitute and appoint Thomas Peterffy and Paul J. Brody, and each of them, his true and lawful attorney in fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to execute any and all amendments (including post-effective amendments) to this Registration Statement (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933), and to file the same, together with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and such other agencies, offices and persons as may be required by applicable law, granting unto said attorney in fact and agent, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ THOMAS PETERFFY</u> Thomas Peterffy	Chairman of the Board of Directors	July 27, 2023
<u>/s/ EARL H. NEMSER</u> Earl H. Nemser	Vice Chairman and Director	July 27, 2023
<u>/s/ MILAN GALIK</u> Milan Galik	Chief Executive Officer and President (Principal Executive Officer)	July 27, 2023
<u>/s/ DENIS MENDONCA</u> Denis Mendonca	Chief Accounting Officer (Principal Accounting Officer)	July 27, 2023
<u>/s/ LAWRENCE E. HARRIS</u> Lawrence E. Harris	Director	July 27, 2023
<u>/s/ PHILIP UHDE</u> Philip Uhde	Director	July 27, 2023
<u>/s/ NICOLE YUEN</u> Nicole Yuen	Director	July 27, 2023
<u>/s/ JILL BRIGHT</u> Jill Bright	Director	July 27, 2023

July 27, 2023

Interactive Brokers Group, Inc.
One Pickwick Plaza
Greenwich, Connecticut 06830

Ladies and Gentlemen:

We have acted as counsel to Interactive Brokers Group, Inc., a Delaware corporation (the "Company"), in connection with the filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), for the purpose of registering 10,000,000 shares (the "Shares") of Class A Common Stock, \$0.01 par value per share, of the Company to be offered and sold under the Interactive Brokers Group, Inc. 2007 Stock Incentive Plan (as amended, supplemented or modified as of the date hereof, the "2007 Plan").

We have examined such documents, and such matters of fact and law, that we have deemed necessary for the purpose of issuing the opinion expressed herein. In our examination of such documents, we have assumed the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, conformed or photostatic copies, the genuineness of all signatures, the legal capacity of all natural persons who are signatories to such documents, and the authority of all persons signing on behalf of the parties to such documents. Insofar as this opinion relates to securities to be issued in the future, we have assumed that all applicable laws, rules and regulations in effect at the time of such issuance will be the same as such laws, rules and regulations in effect as of the date hereof.

Our opinion herein is based solely upon the Delaware General Corporation Law, and we express no opinion with respect to any other laws (including, without limitation, the application of the securities or "blue sky" laws of any state to the offer and/or sale of the Shares). In addition, the opinion expressed herein is based on the assumption, and subject to the condition, that the Shares will be duly registered on the books of the transfer agent and the registrar in the name and on behalf of the shareholders, that the Shares will be issued by the Company against payment therefore (not less than par value) in the circumstances contemplated by the 2007 Plan, and that individual issuances, grants or awards of Shares under the 2007 Plan are duly authorized by all necessary corporate action and issued, granted or awarded and exercised in accordance with the requirements of all applicable laws and the 2007 Plan.

Based on the foregoing, and subject to and in reliance upon the accuracy and completeness of the information relevant thereto provided to us, it is our opinion that the Shares have been duly authorized and, subject to the effectiveness of the Registration Statement and compliance with applicable state laws (including securities laws) of the states in which the Shares may be offered and sold, when issued in accordance with the terms of the 2007 Plan, will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Commission thereunder.

This opinion is rendered to you as of the date hereof, and we undertake no obligation to advise you of any change in any applicable law or in facts or circumstances which might affect any matters or opinions set forth herein.

Very truly yours,

/s/ Dechert LLP

Dechert LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 24, 2023, relating to the consolidated financial statements of Interactive Brokers Group, Inc. and subsidiaries and the effectiveness of Interactive Brokers Group Inc. and subsidiaries internal control over financial reporting, appearing in the Annual Report on Form 10-K of Interactive Brokers Group Inc. and subsidiaries for the year ended December 31, 2022.

/s/ DELOITTE & TOUCHE LLP

New York, NY
July 27, 2023

Calculation of Filing Fee Tables

S-8

(Form Type)

INTERACTIVE BROKERS GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Fee Calculation or Carry Forward Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
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Newly Registered Securities

Fees to be Paid	Equity	457(c) and 457(h)	10,000,000	\$82.81	\$828,100,000	0.0001102	\$91,256.62				
Fees Previously Paid											

Carry Forward Securities

Carry Forward Securities											
	Total Offering Amounts				\$828,100,000		\$91,256.62				
	Total Fees Previously Paid										
	Total Fees Offsets										
	Net Fee Due						\$91,256.62				

(1) Pursuant to Rule 416, this registration statement also covers additional shares that may be issued by reason of stock splits, stock dividends or similar transactions.

(2) Pursuant to Rules 457(c) and (h), these prices are estimated solely for the purpose of calculation the registration fee and are based on the average of the high and low sales prices of the Registrant's common stock on the NASDAQ Global Select Market on July 20, 2023.